

**TR European Growth Trust PLC**  
Notice of 2021 Annual General Meeting



# Letter from the Chairman

## Dear Members

### Notice of the 31st Annual General Meeting (the 'AGM' or 'Meeting')

The 31st Annual General Meeting of TR European Growth Trust PLC (the 'Company') will be held at 201 Bishopsgate, London, EC2M 3AE on Monday, 29 November 2021 at 12.30pm.

We look forward to seeing members in person once again following what has been an extraordinary year. For those unable to travel, the Meeting can also be viewed via Zoom, although no live voting will be available via this medium. Members not attending the physical meeting are therefore encouraged to submit their votes via proxy, or through their share dealing platform, ahead of the respective deadlines.

Your Fund Manager, Ollie Beckett, will provide his usual update on the Company's performance and he, as well as your directors, will be available to answer your questions.

If you wish to join the Meeting using the video conferencing software Zoom, please register in advance at this link: [https://jhi.zoom.us/webinar/register/WN\\_aWbFfS-aQfOiDOBKpY1SOw](https://jhi.zoom.us/webinar/register/WN_aWbFfS-aQfOiDOBKpY1SOw). You will then receive a dedicated invitation to join the webinar.

The Notice of Meeting can be found on pages 1 and 2 of this document and a map showing the venue for the Meeting is provided on page 2. Further details of each of the resolutions to be proposed at the Meeting are set out in the explanatory notes on pages 5 to 7. I also refer you to the Company's annual report and financial statements for the year ended 30 June 2021 (the 'Annual Report'), which is available on the Company's website, [www.treuropeangrowthtrust.com](http://www.treuropeangrowthtrust.com). Printed copies of the Annual Report are being sent, with this document, to those members who have requested it and are available, on request, to those who have not. Any changes to the format of the Meeting will be notified to members via a Regulatory Information Service announcement.

The Board considers that the resolutions to be proposed at the Meeting are in the best interests of the Company's members as a whole and therefore recommends to shareholders that they vote in favour of each resolution, as the directors intend to do in respect of their own holdings.

Yours faithfully

### Christopher Casey

Chairman

19 October 2021

#### **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to what action you should take, you should consult your stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK, or if not, from another appropriately authorised independent financial adviser in your own jurisdiction.

If you have sold, transferred or otherwise disposed of all your shares in TR European Growth Trust PLC, please pass this document and the accompanying Form of Proxy to the stockbroker, bank or other agent through whom you made the sale, transfer or disposal for transmission to the purchaser or transferee, except that such documents should not be sent to any jurisdiction under any circumstances where to do so might constitute a violation of local securities laws and regulations. If you have sold or transferred or otherwise disposed of only part of your holding of shares in the Company, you should retain this document and the accompanying Form of Proxy and consult the stockbroker, bank or other agent through whom you made the sale, transfer or disposal.



# TR European Growth Trust PLC

(an investment company within the meaning of section 833 of the Companies Act 2006, incorporated in England and Wales with registered number 2520734)

## Notice of Annual General Meeting

Notice is hereby given that the 31st Annual General Meeting of TR European Growth Trust PLC (the 'Company') will be held at 201 Bishopsgate, London, EC2M 3AE on **Monday 29 November 2021 at 12.30 p.m.** for the purposes of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 to 12 will be proposed as Ordinary Resolutions and Resolutions 13 to 16 will be proposed as Special Resolutions:

### Ordinary resolutions

1. To receive the annual report and audited financial statements for the year ended 30 June 2021.
2. To approve the Directors' Remuneration Report for the year ended 30 June 2021.
3. To approve a final dividend of 16.80p per ordinary share.
4. To re-elect Mr Christopher Casey as a director.
5. To re-elect Mr Daniel Burgess as a director.
6. To re-elect Ms Ann Grevelius as a director.
7. To re-elect Ms Simona Heidempergher as a director.
8. To re-elect Mr Alexander Mettenheimer as a director.
9. To re-appoint Ernst & Young LLP as auditor to the Company.
10. To authorise the directors to determine the auditor's remuneration.
11. THAT each of the issued ordinary shares of 12.5p each in the capital of the Company be and hereby is sub-divided into eight ordinary shares of 1.5625p each (the 'New Ordinary Shares'), the New Ordinary Shares having the rights and being subject to the restrictions and obligations set out in the articles of association of the Company, such sub-division to be conditional on, and to take effect on, admission of the New Ordinary Shares to the Official List of the Financial Conduct Authority and to trading on the London Stock Exchange's main market for listed securities by 8.00 a.m. on 13 December 2021 (or such other time and/or date as the directors may in their absolute discretion determine).
12. THAT in substitution for all existing authorities the directors be and hereby are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ('Act') to exercise all the powers of the Company to allot relevant securities (within the meaning of section 551 of the Act) up to an aggregate nominal amount of £313,177 (or such other amount representing 5% of the issued ordinary share capital (excluding treasury shares) at the date of passing of this

resolution) for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of the date falling 15 months after the date of passing of this resolution and the conclusion of the annual general meeting of the Company in 2022, but provided that the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the Board may allot relevant securities in pursuance of that offer or agreement as if the authority conferred hereby had not expired.

### Special resolutions

13. THAT in substitution for all existing authorities and subject to the passing of resolution 12 the directors be and hereby are empowered pursuant to section 570 of the Companies Act 2006 (the 'Act') to allot equity securities or make offers or agreements to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 12 as if section 561 of the Act did not apply to the allotment. This power is limited to:
  - (a) the allotment of equity securities whether by way of a rights issue, open offer or otherwise to ordinary members and/or holders of any other securities in accordance with the rights of those securities where the equity securities respectively attributable to the interests of all ordinary members and/or such holders are proportionate (or as nearly as may be) to the respective numbers of ordinary shares and such equity securities held by them (or are otherwise allotted in accordance with the rights attaching to such equity securities) subject in either case to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or local or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in any territory or otherwise howsoever; and
  - (b) the allotment (otherwise than pursuant to subparagraph a above) of equity securities up to a maximum aggregate nominal value of £313,177 (or such other amount representing 5% of the Company's issued ordinary share capital at the date of passing of this resolution); and
  - (c) the allotment of equity securities at a price not less than the net asset value per share as at the latest practicable date before such allotment of equity securities as determined by the directors in their reasonable discretion;

# Notice of Annual General Meeting

continued

and shall expire at the earlier of the date falling 15 months after the date of passing of this resolution and the conclusion of the annual general meeting of the Company in 2022, save that the directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

14. THAT in substitution for all existing authorities the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 12.5p each in the capital of the Company, on such terms and in such manner as the directors may from time to time determine, provided that:

(a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 60,089,990 if Resolution 11 above is approved and becomes effective, or otherwise 7,511,249 (representing approximately 14.99% of the issued ordinary share capital of the Company as at 19 October 2021, being the latest practicable date prior to the publication of this Notice) or, if changed, the number representing 14.99% of the issued ordinary share capital of the Company as at the date of the passing of this resolution;

(b) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall not exceed the higher of:

- i. an amount equal to 105% of the average of the middle market quotations for an ordinary share as taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date of purchase; and
- ii. the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange when the purchase is carried out;

(c) the minimum price (exclusive of expenses) which may be paid for an ordinary share shall be the nominal value of that share;

(d) the authority hereby conferred shall expire at the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the annual general meeting of the Company in 2022, unless such authority is renewed before that expiry; and

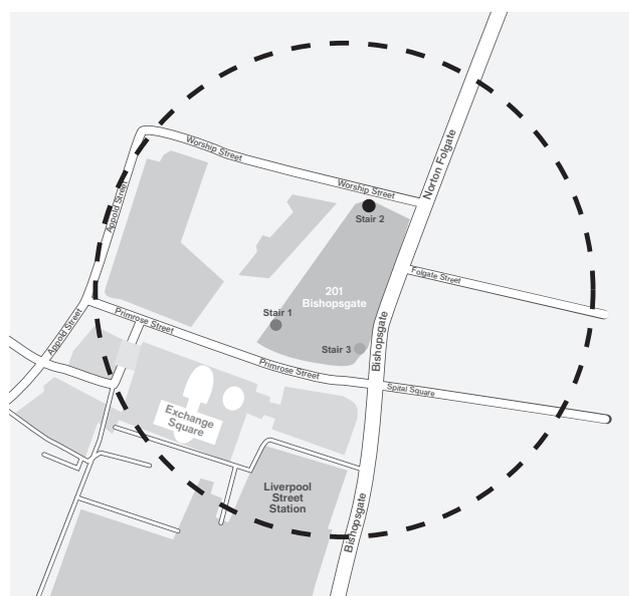
(e) the Company may make a contract to purchase ordinary shares under the authority hereby conferred which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to any such contract.

15. THAT the articles of association produced to the Meeting and signed by the Chairman of the Meeting for the purposes of identification be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association with effect from the conclusion of the Meeting.

16. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice, such authority to expire at the conclusion of the annual general meeting of the Company in 2022.

By order of the Board  
Henderson Secretarial Services Limited  
Corporate Secretary  
19 October 2021

*Registered office:*  
201 Bishopsgate, London EC2M 3AE



# Notes to the Meeting

## 1. Rights to attend and vote

Subject to Note 2, all of the Company's members are entitled to attend, speak and vote at the forthcoming annual general meeting or at any adjournment(s) thereof. On a poll each member has one vote for every two shares.

## 2. Voting record date

Only members registered in the Register of Members of the Company at 6.30 p.m. on Thursday 25 November 2021 (the 'specified time') shall be entitled to attend, speak and vote at the annual general meeting in respect of the number of voting rights registered in their name at that time. Changes to entries on the Register of Members after the specified time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

If the annual general meeting is adjourned for no more than 48 hours after the original meeting time, the same specified time will also apply for the purpose of determining the entitlement of members to attend, speak and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting.

If the annual general meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company's Register of Members at 6.30 p.m. on the day which is two days (excluding non-working days) before the day of the adjourned meeting or, if the Company gives notice of the adjourned meeting, at any time specified in that notice.

In the case of joint holders of a voting right, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

## 3. Right to appoint proxies

Pursuant to section 324 of the Act a member entitled to attend and vote at the Meeting may appoint one or more proxies, provided that each proxy is appointed to exercise the rights attached to different shares held by him. A proxy need not be a member of the Company.

If the total number of voting rights that the Chairman will be able to vote (taking into account any proxy appointments from members over which he is given discretion and any voting rights in respect of his own shares) is such that he will have a notifiable obligation under the Disclosure Guidance and Transparency Rules ('DTRs') of the Financial Conduct Authority ('FCA'), the Chairman will make the necessary notifications to the Company and to the FCA. Therefore, any member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the DTRs, need not make a separate notification to the Company and to the FCA. However, any member holding 3% or more of the voting rights in the Company who appoints a

person other than the Chairman as proxy will need to ensure that both the member and the proxy comply with their respective disclosure obligations under the DTRs.

Section 324 of the Act does not apply to persons nominated to receive information rights pursuant to section 146 of the Act. Persons nominated to receive information rights under section 146 of the Act have been sent this Notice and are hereby informed, in accordance with section 149(2) of the Act, that they may have the right under an agreement with the registered member by whom they are nominated to be appointed, or to have someone else appointed, as a proxy for this Meeting. If they do not wish to exercise their right or do not have such right, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

Nominated persons should contact the registered member by whom they were nominated (not the Company) in respect of their arrangements. The rights of members relating to the appointment of proxies do not apply to nominated persons.

## 4. Proxies' rights to vote at the Meeting

On a vote by a show of hands, each proxy has one vote. If a proxy is appointed by more than one member and all such members have instructed the proxy to vote in the same way, the proxy will only be entitled on a show of hands to vote 'for' or 'against' as applicable. If a proxy is appointed by more than one member, but such members have given different voting instructions, the proxy may on a show of hands vote both 'for' and 'against' in order to reflect the different voting instructions.

On a poll, all or any of the voting rights of the member may be exercised by one or more duly appointed proxies. However, where a member appoints more than one proxy, section 285(4) of the Act does not permit the exercise by the proxies taken together of more extensive voting rights than could be exercised by the member in person.

## 5. Voting by corporate representatives

Corporate representatives are entitled to attend, speak and vote on behalf of the corporate member in accordance with section 323 of the Act provided they do not do so in relation to the same share.

## 6. Receipt and termination of proxies

To be valid the enclosed Form of Proxy must be lodged with the Company's registrar (Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA) before 12.30 p.m. on Thursday 25 November 2021.

A member may terminate a proxy's authority at any time before the commencement of the Meeting. Termination must be provided in writing and submitted to the Company's registrar.

In accordance with the Company's Articles of Association, in determining the deadline for receipt of proxies, no account shall be taken of any part of a day that is not a working day.

## 7. Communication with the Company

Members may not use any electronic address provided either

# Notes to the Meeting

continued

in the Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.

## 8. Electronic receipt of proxies

To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the Company's agent (ID number RA19) no later than the deadline specified in Note 6. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Instructions on how to vote through CREST can be found on the website [www.euroclear.com](http://www.euroclear.com).

## 9. Questions at the Meeting

Any member attending the Meeting has the right to ask questions. Section 319A of the Act requires the directors to answer any question raised at the annual general meeting which relates to the business of the Meeting, although no answer need be given:

- a. if to do so would interfere unduly with the proceedings of the Meeting or involve disclosure of confidential information;
- b. if the answer has already been given on the Company's website; or
- c. if it is undesirable in the best interests of the Company or the good order of the Meeting that the question be answered.

By attending the Meeting, members and their proxies and representatives are understood by the Company to have agreed to receive any communications relating to the Company's shares made at the Meeting.

## 10. Documents available for inspection

Copies of the directors' letters of appointment may be inspected at the registered office of the Company during normal business hours on any day (with the exception of Saturdays, Sundays and public holidays) and will be available at the annual general meeting from 15 minutes prior to the commencement of the Meeting until its conclusion. No director has a contract of service with the Company.

## 11. Shareholder right to include a resolution at the AGM

Under sections 338 and 338A of the Act, members who satisfy the threshold requirements in those sections have the right to require the Company: i) to give, to members entitled to receive the Notice of Meeting, notice of a resolution which may properly be moved and is intended to be moved at the Meeting; and/ or ii) to include in the business to be dealt with at the Meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business

unless: a) it would, if passed be ineffective (whether by reason of inconsistency with an enactment of the Company's constitution or otherwise; (b) it is defamatory of any person; or (c) it is frivolous or vexatious.

Such a request may be in hardcopy or electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must have been received by the Company no later than the date on which this Notice is given and must be accompanied by a statement setting out the grounds for the request.

## 12. Members' statement of audit concerns

Section 527 of the Act allows members who meet the threshold requirements of that section to require the Company to publish a statement on its website setting out any matter relating to: i) the audit of the accounts to be laid at the meeting (including the auditor's report and the conduct of audit); or ii) any circumstances connected with the auditor ceasing to hold office since the last meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. This is known as a 'members' statement of audit concerns'. If such a request is received the Company cannot require those members requesting publication of the statement to meet its costs of complying with that request. The Company must also forward a copy of the statement to the auditor at the same time that it makes it available on the website. Where a members' statement of audit concerns is received it will be included in the business of the meeting at which the accounts are laid.

## 13. Website

A copy of this Notice, including the information required by section 311A of the Act, is available from the website, [www.treuropeangrowth.com](http://www.treuropeangrowth.com)

## 14. Total voting rights

At 19 October 2021 (being the last practicable date prior to the publication of this Notice) the total number of shares in the Company was 50,108,397. The voting rights of the ordinary shares on a poll are one vote for every two shares held. The total number of voting rights on that date was therefore 25,054,198.

## 15. Articles available for inspection

A copy of the proposed new articles of association of the Company, together with a copy showing all of the proposed changes to the existing articles of association, will be available for inspection on the Company's website, [www.treuropeangrowthtrust.com](http://www.treuropeangrowthtrust.com), and at the offices of Janus Henderson Investors, 201 Bishopsgate, London, EC2M 3AE, between the hours of 9.00 a.m. and 5.00 p.m. (Saturdays, Sundays and public holidays excepted), from the date of the Notice of the Meeting until the close of the Meeting, and will also be available for inspection at the venue of the Meeting from 15 minutes before and during the Meeting.

# Explanation of the Resolutions

The information set out below is an explanation of the business to be considered at the Meeting.

Resolutions 1 to 12 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed more than half of the votes cast must be in favour of the resolution.

Resolutions 13 to 16 are proposed as special resolutions. This means that for each of those resolutions to be passed at least three-quarters of the votes cast must be in favour of the resolution.

## **Resolution 1: Company's annual report and audited financial statements** (ordinary resolution)

The directors are required to lay before the Meeting the annual report and audited financial statements for the year ended 30 June 2021 including the independent auditor's report. Members will be given the opportunity to ask questions and are invited to receive the Annual Report.

## **Resolution 2: Approve the Directors' Remuneration Report** (ordinary resolution)

Members are requested to approve the Directors' Remuneration Report for the year ended 30 June 2021.

The report is set out on pages 34 and 35 of the Annual Report. The vote is advisory and does not affect the remuneration payable to any individual director.

## **Resolution 3: Final Dividend** (ordinary resolution)

The directors are proposing a final dividend of 16.80p per ordinary share. If approved, the dividend will be paid on 3 December 2021 to members on the Register of Members on 22 October 2021.

## **Resolutions 4 to 8: Re-election of directors** (ordinary resolutions)

As a matter of course, all directors retire at each annual general meeting.

Resolution 4 relates to the re-election of Christopher Casey, who joined the Board on 1 March 2010. Christopher has extensive accounting, auditing and corporate governance experience.

Resolution 5 seeks the re-election of Daniel (Dan) Burgess, who joined the Board on 25 November 2019. Daniel has significant auditing and accounting experience having been a partner at KPMG LLP for twenty three years.

Resolution 6 relates to the re-election of Ann Grevelius, who joined the Board on 23 September 2019. Ann has over 25 years' experience in the asset management sector and has also been active in the venture capital industry for the last several years. Her input enables the Board to remain in touch with sentiment on the Continent.

Resolution 7 relates to the re-election of Simona Heidempergher, who joined the Board on 1 September 2014. Simona has a wealth of asset management experience and enables the Board to stay in touch with sentiment on the Continent.

Resolution 8 relates to the re-election of Alexander Mettenheimer, who joined the Board on 1 July 2011. Alexander

has a strong background in European financial services and banking and enables the Board to stay in touch with sentiment on the Continent.

The Board has reviewed the performance and commitment of the directors standing for re-election and considers that each of the directors should continue in office as they bring wide-ranging, current and relevant business experience that allows them to contribute effectively to the leadership of the Company. Furthermore, the Board is satisfied that, having considered each directors' experience and the nature of, and anticipated demands on his or her time by their other business commitments, that each director is able to commit the time required to fulfil his or her responsibilities as a director of the Company.

All the directors are considered independent for the purposes of the Code of Corporate Governance issued by the Association of Investment Companies. Biographical details for the directors are shown on pages 23 and 24 of the Annual Report.

## **Resolutions 9 and 10: Appointment and remuneration of the auditor** (ordinary resolutions)

Members are required to approve the appointment of the Company's auditor each year and to give authority to the directors to determine their remuneration. Ernst & Young LLP were appointed as the auditor at the annual general meeting on 27 November 2017 and reappointed by shareholders at subsequent meetings. Following satisfactory performance, the Company is recommending their re-appointment in respect of the year ending 30 June 2022 and seeking authority for the directors to determine their remuneration.

## **Resolution 11: Sub-division of existing ordinary shares** (ordinary resolution)

The price of the Company's existing ordinary shares of 12.5p each ('Existing Ordinary Shares') has almost trebled over the last 10 years and, as at 13 October 2021, the closing mid-market price was 1,415.00p. To assist monthly savers and those who reinvest their dividends or are looking to invest smaller amounts, the directors believe that it is appropriate to propose the sub-division of each Existing Ordinary Share into eight new ordinary shares of 1.5625p each ('New Ordinary Shares'). The directors believe that the sub-division (the 'Share Split') may also improve the liquidity in and marketability of the Company's shares, which would benefit all members.

Following the Share Split, each member will hold eight New Ordinary Shares for every one Existing Ordinary Share. Whilst the Share Split will increase the number of ordinary shares the Company has in issue, the net asset value per share, share price and dividend per share can be expected to become one-eighth of their respective values immediately preceding the Share Split.

A holding of New Ordinary Shares following the Share Split will represent the same proportion of the issued ordinary share capital of the Company as the corresponding holding of Existing Ordinary Shares immediately prior to the Share Split. The Share Split will therefore not affect the overall value of a member's holding in the Company.

# Explanation of the Resolutions

continued

The New Ordinary Shares will rank *pari passu* with each other and will carry the same rights and be subject to the same restrictions as the Existing Ordinary Shares, including the same rights to participate in dividends paid by the Company.

The Share Split will not itself give rise to any liability to UK income tax (or corporation tax on income) for members. For the purposes of UK capital gains tax and corporation tax on chargeable gains, the receipt of the New Ordinary Shares from the Share Split will be a reorganisation of the share capital of the Company. Accordingly, a shareholder's holding of New Ordinary Shares will be treated as the same asset as the member's holding of Existing Ordinary Shares and as having been acquired at the same time, and for the same consideration, as that holding of Existing Ordinary Shares.

The Share Split requires the approval of members and, accordingly, resolution 11 seeks such approval. The Share Split is conditional on the New Ordinary Shares being admitted to the Official List of the Financial Conduct Authority and to trading on the London Stock Exchange's main market for listed securities. Applications for such admissions will be made and, if they are accepted, it is proposed that the last day of dealings in the Existing Ordinary Shares will be 10 December 2021 (with the record date for the Share Split being 6.00pm on that date) and that dealings in the New Ordinary Shares will commence on 13 December 2021. If resolution 11 is passed, the Share Split will become effective on admission of the New Ordinary Shares to the Official List, which is expected to be at 8.00am on 13 December 2021.

The aggregate nominal value of the Company's issued share capital at 11 October 2021 was £6,263,550 comprising 50,108,397 ordinary shares of 12.5p each (no shares are held in treasury). If the Share Split is applied to the issued share capital as at 13 December 2021, the total aggregate nominal value of the share capital will remain at £6,263,550 but will comprise 400,867,176 ordinary shares of 1.5625p each.

The New Ordinary Shares may be held in certificated or uncertificated form. Following the Share Split becoming effective, share certificates in respect of the Existing Ordinary Shares will cease to be valid and will be cancelled. New certificates in respect of the New Ordinary Shares will be issued to those members who hold their Existing Ordinary Shares in certificated form and are expected to be dispatched no later than 17 January 2022, following completion of the Company's name change. No temporary documents of title will be issued. Transfers of New Ordinary Shares between 13 December 2021 and the dispatch of new certificates will be certified against the Company's Register of Members held by the Company's Registrars. It is expected that the ISIN (GB0000767003) of the Existing Ordinary Shares will be disabled in CREST at the close of business on 10 December 2021 and the New Ordinary Shares will be credited to CREST accounts on 13 December 2021.

## **Resolution 12: Authority to allot shares** (ordinary resolution)

On 23 November 2020 the directors were granted authority to issue 2,505,420 new ordinary shares. No shares have

been issued under this authority, which is due to expire at the Meeting. Resolution 12 will renew this authority and allow the directors to issue up to 60,089,990 ordinary shares if resolution 11 is approved and becomes effective, or otherwise 2,505,419 ordinary shares (with a nominal value of £313,177) (or such other amount being 5% of the issued share capital as at the date of this resolution). The resolution is set out in full in the Notice on page 1. If renewed, the authority will expire at the earlier of the date falling 15 months after the passing of this resolution and the conclusion of the annual general meeting in 2022.

## **Resolution 13: Power to disapply pre-emption rights** (special resolution)

Resolution 13 will give the directors power to disapply pre-emption rights in respect of any new shares issued under resolution 12. The resolution is set out in full in the Notice on page 1. If renewed, the power will expire at the earlier of the date falling 15 months after the passing of this resolution and the conclusion of the annual general meeting in 2022.

The directors will only allot shares pursuant to resolutions 12 and 13 to take advantage of opportunities in the market as they arise and only if they believe it to be advantageous to the Company's existing members to do so and when it would not result in any dilution of net asset value per share (i.e. shares will only be issued at a premium to net asset value).

## **Resolution 14: Repurchase of the Company's shares** (special resolution)

On 25 November 2019 the directors were granted authority to repurchase 7,511,249 shares (with a nominal value of £938,906). The directors have not used this authority and therefore at the date of this Notice the directors have remaining authority to repurchase 7,511,249 shares. Resolution 14 seeks to renew the Company's authority to buy back and cancel shares. If resolution 14 is passed, the maximum aggregate number of ordinary shares which may be purchased is 60,089,990 if resolution 11 above is approved and becomes effective, or otherwise 7,511,249 (representing approximately 14.99% of the issued ordinary share capital of the Company as at 19 October 2021, being the latest practicable date prior to the publication of the Notice of Meeting) or, if changed, the number representing 14.99% of the issued ordinary share capital of the Company as at the date of the passing of this resolution. The authority will expire at the earlier of the date falling 15 months after the passing of this resolution and the conclusion of the annual general meeting in 2022. It is the present intention of the directors to seek a similar authority annually.

The minimum price which may be paid for an ordinary share is the nominal value of each share. In accordance with the Listing Rules of the Financial Conduct Authority, the maximum price which may be paid for an ordinary share is the higher of:

- i. 5% above the average market value for the ordinary shares taken from the London Stock Exchange Daily Official List for the five business days prior to the date on which the purchase is made; and

# Explanation of the Resolutions

continued

- ii. the higher of the last independent trade and the highest current bid on the London Stock Exchange when the purchase is carried out.

Both the minimum and maximum price are exclusive of any relevant tax and expenses payable by the Company.

The directors believe that, from time to time and subject to market conditions, it will continue to be in the members' interests to buy back the Company's shares when they are trading at a discount to the underlying net asset value per share. Repurchases of the Company's shares provide a modest uplift in the NAV for existing members and often results in the share price more closely reflecting the underlying value of the portfolio. Repurchasing an overhang of stock in the market further ensures that the discount does not widen unduly.

The Company may utilise the authority to purchase shares by either a single purchase or a series of purchases when market conditions allow, with the aim of maximising the benefit to members. This proposal does not indicate that the Company will purchase shares at any particular time or price, nor imply any opinion on the part of the directors as to the market or other value of the Company's shares.

## **Resolution 15: Articles of Association**

Resolution 15, which will be proposed as a special resolution, seeks shareholder approval to adopt new articles of association (the '**New Articles**') in order to update the Company's current articles of association (the '**Existing Articles**'). The proposed amendments being introduced in the New Articles primarily relate to developments in market practice since the Existing Articles were adopted, and principally include provisions enabling the Company to hold shareholder meetings using electronic means (as well as physical shareholder meetings or hybrid meetings).

Set out below is a summary of the principal amendments which will be made to the Company's Existing Articles through the adoption of the New Articles if resolution 15 to be proposed at the Meeting is approved by members. This summary is intended only to highlight the principal amendments which are likely to be of interest to members. It is not intended to be comprehensive and cannot be relied upon to identify amendments or issues which may be of interest to all members. This summary is not a substitute for reviewing the full terms of the New Articles which will be available for inspection on the Company's website, and at the offices of Janus Henderson Investors at 201 Bishopsgate, London, EC2M 3AE between the hours of 9.00 a.m. and 5.00 p.m. (Saturdays, Sundays and public holidays excepted), from the date of the Notice of the Meeting until the close of the Meeting, and will also be available for inspection at the venue of the Meeting from 15 minutes before and during the Meeting.

### Hybrid/virtual-only shareholder meetings

The New Articles permit the Company to hold shareholder meetings on a virtual basis, whereby members are not required to attend the meeting in person at a physical location but may instead attend and participate using electronic means. A

shareholder meeting may be virtual-only if attendees participate only by way of electronic means, or may be held on a hybrid basis whereby some attendees attend in person at a physical location and others attend remotely using electronic means. The Existing Articles already permit general meetings to be held on a hybrid basis whereby some attendees attend in person at a physical location and others attend remotely using electronic means.

Amendments have been made throughout the New Articles to facilitate the holding of hybrid or virtual-only shareholder meetings. This will facilitate shareholder attendance in situations where members are prevented, through laws or regulations, from attending at a physical meeting. While the New Articles (if adopted) would permit shareholder meetings to be conducted using wholly electronic means, the Directors have no intention of holding a virtual-only meeting if it can be reasonably avoided. This format will only be utilised as a contingency to ensure the continued smooth operation of the Company where physical meetings are prohibited and where the Directors consider it is in the best interests of members for a virtual-only meeting to be held.

Nothing in the New Articles will prevent the Company from holding physical shareholder meetings.

### Minor amendments

The Board is also taking the opportunity to make some additional minor or technical amendments to the Existing Articles, including: (i) providing the Board with the ability to establish a capital reserve which may be used for any of the purposes to which sums standing to any revenue reserve may be applied (including to fund dividend payments and share buy backs if the Board believes it is in the best interests of the Company to do so); (ii) simplifying the notification procedure to be adopted by the Company where it seeks to make contact with untraced members; (iii) clarifying the procedure to be adopted by the Company if it wishes to postpone a shareholder meeting where it is impractical or undesirable to hold a shareholder meeting as originally planned; and (iv) the inclusion of a procedure in the event an insufficient number of directors are re-elected at an annual general meeting of the Company. These changes reflect modern best practice and/or are intended to relieve certain administrative burdens on the Company.

## **Resolution 16: Notice of general meetings** (special resolution)

The Companies Act 2006 stipulates that the notice period for general meetings (other than the annual general meeting) is 21 days unless member approval to reduce the period to 14 days has been given. In order to maintain maximum flexibility, the Board is seeking approval to allow general meetings (other than the annual general meeting) to be called on 14 days' notice. This authority will only be used if it is in the best interests of members to do so and where members are given the opportunity to vote at such meetings by electronic means. The authority will expire at the conclusion of the annual general meeting in 2022.

